

# EXHIBIT 2

**COURT OF MASTER SOMMELIERS - AMERICAS**

**MINUTES OF MEETING OF  
THE BOARD OF DIRECTORS**

A meeting of the Board of Directors (the “Board”) of Court of Master Sommeliers-Americas, a California nonprofit mutual benefit corporation, was held by telephone conference on the 5th day of October, 2018, at 2 p.m. CDT.

The following Board members participated by conference call:

Devon Broglie (Chair)  
Matt Stamp (Vice Chair)  
Peter Granoff (Treasurer)  
Craig Collins (Secretary)  
Steve Poe  
Eric Entrikin  
Thomas Price  
Laura Williamson  
Virginia Phillip  
Scott Carney  
Ron Edwards  
Randy Bertao  
Cameron Douglas

Brett Davis and Reggie Narito were absent.

The following were present as guests: Janet Grumer and David Lawson of Davis Wright Tremaine, LLP (“DWT”), as outside counsel for CMS; Bill Coletti of KITH, a subject matter expert retained by DWT; and Andrew McNamara and Greg Harrington, as non-director members of CMS’s advisory Ethics Committee.

Devon Broglie presided as Chair of the meeting and Craig Collins served as Secretary. The Chair called the meeting to order, announced that the meeting was being held pursuant to a call by the Chair, that notice had been duly given to all directors (including Reggie Narito), that a quorum was present, and that the meeting was duly called and properly in session.

1. Irregularity in Tasting Portion of September Examination.

Devon stated that the meeting had been called to discuss an irregularity that took place at the tasting portion of the September 4, 2018 examination offered in St. Louis. He stated that CMS’s founding principles of integrity had been compromised by the irregularity, and introduced CMS’s outside legal counsel.

David Lawson introduced himself, Janet Grumer, and Bill Coletti to the Board.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Devon reminded Board members that the information presented was to be kept strictly confidential. Devon stated that there are two primary issues to consider: 1) how to impose appropriate discipline on Master Narito, and 2) how to handle the results of the examination. He asked for comments from the other members of the Ethics Committee.

Andy and Greg, in their capacities as Ethics Committee members, each expressed the opinion that the Court faced a very difficult decision and that it is vital to the Court that there be no question about whether any candidate's passage of the exam was deserved. They did not make a specific recommendation on either of the questions Devon posed.

Board members engaged in extensive discussion of the two questions Devon posed, as well as a third question: whether additional investigation would be useful to answering either of the first two questions. During this portion of the discussion, many points of view were raised, and the Board did not make final decisions on any of the questions.

2. Discipline of Master Narito.

Following the discussion, Devon asked board members to focus for the moment on the discipline of Master Narito. [REDACTED]

[REDACTED]

All board members participating in the discussion favored suspension or termination of Master Narito. Devon pointed out that the European chapter of the Court has terminated a member for misconduct in the past. After discussion, Board members were in agreement that Master Narito could not participate in CMS activities, but some members wanted additional investigation before deciding on final discipline for Master Narito.

**Matt Stamp moved that CMS bar Master Narito from participation in any CMS activities, pending his termination, and that Master Narito be recused from all Board meetings where either his status or the effects of his actions were to be discussed. Eric Entrikin seconded the motion, and it carried unanimously.**

3. Further Investigation.

Devon asked Board members to consider the topic of further investigation. He proposed that the Board establish an advisory committee to make recommendations to the Board and to interface on a day-to-day basis with legal counsel conducting the investigation, because of the impracticality of having 15 directors supervise the investigation in a hands-on way. The committee would not have any delegated authority of the Board, but would make a report and recommendations to the Board. The members of the Advisory Committee would include the four Board officers and senior examination committee chair Steve Poe.

Devon noted that 7 to 9 candidates warranted further examination, specifically including those who called both Pinot Grigio & Chateaufort du Pape in the flight, Pinot Grigio for more than one of the wines in the flight and those with whom Master Narito had a known relationship, either because Master Narito had recused himself from proctoring those candidates' tasting portions or because there was a known mentorship relationship.

**Randy Bertao moved that the Board establish a special advisory committee, comprising Devon Broglie, Matt Stamp, Craig Collins, Peter Granoff, and Steve Poe, to oversee continued investigation by legal counsel; to report the results of the investigation to the Board; and to make recommendations to the Board. Devon Broglie recused himself from consideration of the motion because the committee was his proposal. Cameron Douglas seconded the motion, which carried unanimously.**

4. Expenses of Investigation.

The Board considered whether to authorize the payment of extraordinary expenses relating to the investigation of Master Narito's actions and CMS's communications needs in connection with the matter. After discussion, the Board asked the special committee to report on expected expenses at a future meeting. The Board took no action on expenses.

There being no further business to come before the meeting, it was adjourned upon motion of Ron Edwards, seconded by Randy Bertao and approved unanimously, at 5:15 p.m. CDT.

---

Craig Collins  
Secretary

ATTEST:

---

Devon Broglie  
Chair

**COURT OF MASTER SOMMELIERS - AMERICAS**

**MINUTES OF MEETING OF  
THE BOARD OF DIRECTORS**

A meeting of the Board of Directors (the "Board") of Court of Master Sommeliers-Americas, a California nonprofit mutual benefit corporation, was held by telephone conference on the 8th day of October, 2018, at 2 p.m. CDT.

The following Board members participated by conference call:

Devon Broglie (Chair)  
Matt Stamp (Vice Chair)  
Peter Granoff (Treasurer)  
Craig Collins (Secretary)  
Steve Poe  
Eric Entrikin  
Thomas Price  
Laura Williamson  
Virginia Phillip  
Scott Carney  
Randy Bertao  
Cameron Douglas  
Brett Davis  
Ron Edwards (joined the meeting late, during the discussion of invalidation)

Reggie Narito was absent.

The following were present as guests: Janet Grumer and David Lawson of Davis Wright Tremaine, LLP ("DWT"), as outside counsel for CMS; and Bill Coletti, Jeff Blalock, and Megan Skiles of KITH, as subject matter experts retained by DWT to assist in advising CMS.

Devon Broglie presided as Chair of the meeting and Craig Collins served as Secretary. The Chair called the meeting to order, announced that the meeting was being held pursuant to a call by the Chair, that notice had been duly given to all directors except Reggie Narito (whom the Board voted on October 5, 2018 to recuse from this meeting), that a quorum was present and that the meeting was duly called and properly in session.

1. Examination Investigation Progress.

[REDACTED]

[illegible]

Devon explained to the Board that the Special Committee recommended against further investigation, because the investigation to date had established conclusively that it was impossible to determine who might have received or spread the information. There is now proof that multiple recipients received the information, and there is no way to establish that they did not communicate the information to additional candidates before the exam. Further investigation will not change this reality.

\_\_\_\_\_

Several directors asked questions about various aspects of the examination, which Devon answered on behalf of the Special Committee.

\_\_\_\_\_

2. Discipline of Master Narito.

Devon conveyed the Special Committee's recommendation that Master Narito's membership be terminated, subject to the process set out in the bylaws. The Board discussed the recommendation at length.

[REDACTED]

**Matt Stamp moved that the Board initiate the process of terminating Master Narito's membership following the procedure laid out in Section 2.11 of the Bylaws. Cameron Douglas seconded the motion, and it carried unanimously.** With the assistance of legal counsel, Devon will prepare the notice of termination for Master Narito.

3. Invalidation of Test Results.

Devon conveyed the Special Committee's recommendation that, because it is impossible to establish with certainty who ultimately received the information disclosed by Master Narito, the test results must be invalidated for all candidates who took the exam. The Special Committee further recommended that all 54 candidates be permitted to retest.

Devon acknowledged that Board members had not had any time to consider the recommendation, and asked Board members for their input and thoughts before the Board took action. The Board discussed the recommendation at considerable length. Every director to speak was concerned about the integrity of the Master Sommelier credential in the event that the examination results stood. Following the discussion, Devon took a non-binding straw poll on the Special Committee's recommendation, and every director supported the recommendation [Steve Poe left the meeting during this discussion.]

[REDACTED]

**Peter Granoff moved that the Board invalidate the results of the tasting portion of the September 2018 Master examination due to clear evidence of a breach of confidentiality by Master Narito with respect to the wines presented. Ron Edwards recused himself from consideration of the motion because he had not been present for some of the discussion. Matt Stamp recused himself from consideration of the motion because of a prior relationship with one of the affected candidates. Randy Bertao seconded the motion, which carried unanimously.**

4. Expenses of Investigation.

Based on initial estimates from legal counsel, the Board discussed finances related to the examination and necessary communications work. After discussion of the appropriate amount,

**Peter Granoff moved that the Board approve a preliminary budget of \$100,000 to address legal and public relations costs related to the matter of the September 2018 Master examination. Cameron Douglas seconded the motion, which carried unanimously. Board members agreed that this motion would not foreclose approval of further expenses if needed.**

5. Communication Strategy.

[REDACTED]

Devon will prepare a comprehensive list of individuals who should receive one-on-one phone calls from a member of the Board, and will provide general messaging materials.

There being no further business to come before the meeting, it was adjourned upon motion of Scott Carney, seconded by Cameron Douglas and approved unanimously, at 5:40 p.m. CDT.

---

Craig Collins  
Secretary

ATTEST:

---

Devon Broglie  
Chair

## **COURT OF MASTER SOMMELIERS - AMERICAS**

### **MINUTES OF MEETING OF THE BOARD OF DIRECTORS**

A meeting of the Board of Directors (the "Board") of Court of Master Sommeliers-Americas, a California nonprofit mutual benefit corporation, was held by telephone conference on the 10th day of October, 2018, at 10 a.m. CDT.

The following Board members participated by conference call:

Devon Broglie (Chair)  
Matt Stamp (Vice Chair)  
Peter Granoff (Treasurer)  
Craig Collins (Secretary)  
Steve Poe  
Eric Entrikin  
Thomas Price  
Laura Williamson  
Ron Edwards  
Randy Bertao  
Cameron Douglas  
Brett Davis

Virginia Phillip, Scott Carney, and Reggie Narito were absent.

Employees Kathleen Lewis, Shayn Bjornholm, and Melissa Monosoff were present.

The following were present as guests: David Lawson of Davis Wright Tremaine, LLP ("DWT"), as outside counsel for CMS; and Bill Coletti, Jeff Blalock, and Megan Skiles of KITH, as subject matter experts retained by DWT to assist in advising CMS.

Devon Broglie presided as Chair of the meeting and Craig Collins served as Secretary. The Chair called the meeting to order, announced that the meeting was being held pursuant to a call by the Chair, that notice had been duly given to all directors except Reggie Narito (whom the Board voted on October 5, 2018 to recuse from this meeting), that a quorum was present and that the meeting was duly called and properly in session.

#### **1. Communication Strategy.**

Devon provided a recap of the previous day's execution of communications. Overall, the communication plan was well executed under the circumstances. Some Masters were upset that they did not receive communication in advance of the general notice to Masters. Candidates who passed the tasting portion were, obviously, devastated.

Board members shared the results of their discussions with people outside the Board. Peter and Ron reported that the general sentiment was that CMS had made the right decision, even though it was clearly a painful decision for the members involved.

Matt Stamp praised Master Morgan Harris's interview with the San Francisco Chronicle.

[REDACTED]

The Board discussed communications to those affected, including 23 new Masters who are Masters because they passed the tasting examination; 2 candidates who passed tasting, but not service; 19 who needed tasting and did not pass; and 1 who did not pass either practical or tasting.

## 2. Expenses for Candidates.

[REDACTED]

The Board discussed reimbursement for the 2018 exam; whether the retake opportunities should have a fee; and whether CMS should cover other expenses of candidates taking advantage of the retake opportunities. [Erik Entriokin and David Lawson left the meeting during this discussion.] After the discussion, **Ron Edwards moved that CMS refund all fees collected for the tasting portion of the September 2018 Masters examination; waive the fee for the first retake opportunity for each candidate; and offer appropriate travel cost assistance. Craig Collins recused himself from consideration of the motion. Peter Granoff seconded, and the motion carried unanimously.**

## 3. Retake Logistics.

The Board considered how the retake opportunity should be scheduled and offered. The Board discussed at length whether there should be a single opportunity or multiple opportunities; whether there should be multiple geographic locations; and whether candidates should be permitted to wait until the regularly scheduled 2019 examination for their retake. The Board considered whether it would be workable to offer retake opportunities in conjunction with already-scheduled CMS events, including a regularly scheduled Examination Committee meeting scheduled for 2019 and the February Board meeting. During the discussion, Devon urged members to be hospitable and compassionate, and communicated that CMS staff were feeling a sense of urgency around the logistics for the retake.

Following the discussion, Devon conducted two non-binding straw polls, in which Board members indicated strong preferences for 1) offering two separate retake opportunities, and 2) scheduling one of those opportunities before the end of 2018 and the other in spring or early summer of 2019.

**Matt Stamp moved that the Board cause CMS to create two retake opportunities, one before the end of 2018, and the other in the spring or early summer of 2019; and allow all 54 candidates who took the 2018 tasting portion to choose between (1) taking one of those two retake opportunities or (2) taking the regularly scheduled 2019 examination, in either case as a replacement for the 2018 tasting portion. Thomas Price seconded the motion, which carried unanimously. [Cameron Douglas left after this meeting, and David Lawson returned to the call].**

4. Status of 23 Masters.

[REDACTED]

[REDACTED]

The Board discussed its options with respect to the 23 Masters at some length. After that discussion, board members agreed that following an established process was the option that would best preserve the integrity of the Court. **Steve Poe moved that the Board initiate the process to suspend the memberships of the 23 Master Sommeliers who gained the Master Sommelier credential based on the invalidated tasting portion of the September 2018 exam, pending the results of their retake, according to the process set out by the Board of Directors. Matt Stamp and Virginia Philip recused themselves from consideration of the motion. Randy Bertao seconded the motion, which carried unanimously.**

The Board discussed how to handle the issue of Masters for whom the 2018 exam was the last attempt before the Masters would undergo a “reset.” Devon identified several options with respect to the reset.

[REDACTED]

The Board discussed the issue of whether it needed to extend different treatment to those candidates who were identified as receiving the email. Board members agreed that the misconduct was attributable to Master Narito, not to the candidates, and that it was impossible to determine whether those candidates who were identified as receiving the email were the only candidates to receive the confidential information. Accordingly, the Board did not take any separate action with respect to those candidates.

5. Communication Strategy.

Devon will prepare a personal memorandum to the 23 new Masters, and Board members will follow up by phone with each of the candidates.

[REDACTED]

After sending communications to the 23 new Masters, Devon and CMS staff will prepare a memo to all 54 candidates setting out their retake options

There being no further business to come before the meeting, it was adjourned upon motion of Steve Poe, seconded by Thomas Price and approved unanimously, at 1:40 p.m. CDT.

---

Craig Collins  
Secretary

ATTEST:

---

Devon Broglie  
Chair

**COURT OF MASTER SOMMELIERS - AMERICAS**

**MINUTES OF MEETING OF  
THE BOARD OF DIRECTORS**

A meeting of the Board of Directors (the "Board") of Court of Master Sommeliers-Americas, a California nonprofit mutual benefit corporation, was held by telephone conference on the 11th day of October, 2018, at 4 p.m. CDT.

The following Board members participated by conference call:

Devon Broglie (Chair)  
Matt Stamp (Vice Chair)  
Peter Granoff (Treasurer)  
Craig Collins (Secretary)  
Steve Poe  
Eric Entrikin  
Laura Williamson  
Randy Bertao  
Cameron Douglas

Thomas Price, Virginia Phillip, Brett Davis, Ron Edwards, and Reggie Narito were absent.

Employees Kathleen Lewis, Shayn Bjornholm, and Melissa Monosoff were present.

The following were present as guests: David Lawson of Davis Wright Tremaine, LLP ("DWT"), as outside counsel for CMS; and Bill Coletti of KITH, a subject matter expert retained by DWT to assist in advising CMS.

Devon Broglie presided as Chair of the meeting and Craig Collins served as Secretary. The Chair called the meeting to order, announced that the meeting was being held pursuant to a call by the Chair, that notice had been duly given to all directors except Reggie Narito (whom the Board voted on October 5, 2018 to recuse from this meeting), that a quorum was present and that the meeting was duly called and properly in session.

1. Retake Options.

Shayn and Kathleen updated the Board with respect to retake options. Shayn said that the Four Seasons in St. Louis had offered dates on December 5, 2018 and April 29, 2019; that we were waiting on an offer from the Four Seasons in Dallas; and that Pebble Beach had offered December 10, 2018. Shayn and Kathleen were continuing to work on other aspects of the retake.

At this point, **Craig Collins moved that the Board enter executive session. Cameron Douglas seconded, and the motion carried unanimously.** Shayn, Kathleen, and Melissa left the meeting.

Board members shared their experiences over the previous 30 hours with respect to communications. Several Board members reported having received phone calls from Masters questioning the Board's decisions, and the Board discussed the messages that Board members had heard, and the feelings affected Masters and others were experiencing in light of the compromise of the exam.

Devon praised the Masters who had expressed opinions on the matter, saying that Masters are Masters because they are dedicated, passionate people, and that their reactions made sense in light of the information they had. He reminded the Board that they alone had the back story, and that conclusive evidence with respect to any Master who took the September tasting portion would be impossible to achieve. He expressed his opinion that the invalidation of the exam happened the moment that Master Narito sent his email, and that the Board had taken well-considered actions that were on the right side of history. This is a matter that concerns the viability of the organization, and the Board has acted with deliberation, process, and integrity.

The Board discussed a letter, drafted by Master Dan Pilkey and signed by 19 of the 23 candidates. Two directors expressed that they had heard from Masters who regretted signing the letter. Other directors expressed the opinion that

2. Communications to 23 Masters.

[REDACTED]

Devon discussed the timing of communications to the 23 Masters. The personal memo from Devon will go out today. The letter from David regarding process will go out tomorrow afternoon.

3. Communications to Public.

The Board discussed whether CMS should comment on Master Narito. After discussion, the Board determined that comment on Master Narito would be unproductive and not in CMS's best interest. The organization will focus on its own integrity and on the process that the Board has set in motion for the benefit of the affected Masters.

[REDACTED]

[REDACTED]

Devon thanked the Board for all of its time, thought, commitment, and hard work in handling this situation, and other Board members shared their thanks as well.

There being no further business to come before the meeting, it was adjourned upon motion of Matt Stamp, seconded by Peter Granoff and approved unanimously, at 5:00 p.m. CDT.

---

Craig Collins  
Secretary

ATTEST:

---

Devon Broglie  
Chair